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November 21, 1996

By Hand

Mr. William F. Caton
Acting Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: Benedek Broadcasting Corporation
(Modification of Duopoly Waivers)

Dear Mr. Caton:

Benedek Broadcasting Corporation ("Benedek") respectfully requests that the Commission modify the terms of the three duopoly waivers granted in connection with its acquisition, through merger, of Brissette Broadcasting Corporation ("Brissette"). See Brissette Broadcasting, 11 FCC Rcd 6319 (1996) ("FCC Decision"). For the reasons outlined below, Benedek submits that the public interest would be served by extending and conditioning the waivers on the outcome of the recently-announced Review of the Commission's Regulations Governing Television Broadcasting, Second Further Notice of Proposed Rule Making ("Local TV Second Further Notice"), FCC 96-438 (released November 7, 1996), that proposes to eliminate the Grade B duopoly standard in favor of one that would allow ownership of certain adjacent-market stations with Grade B overlap.

Mr. William F. Caton
November 21, 1996
Page 2

Benedek, through its wholly-owned subsidiary Benedek License Corporation ("BLC"), is the licensee of 22 full-power, smaller-market television stations with a total nationwide audience reach of less than 3%. On June 6, 1996, Benedek consummated the acquisition of eight of these stations from Brissette and five of the stations from Stauffer Communications, Inc. See Attachment A. To facilitate the Brissette merger, the Commission granted six-month waivers of the Grade B duopoly restriction to allow Benedek to continue owning, during the waiver period, UHF stations WYTV (Ch. 33 ABC), Youngstown, Ohio, and WTAP-TV (Ch. 15 NBC), Parkersburg, West Virginia, despite the fact that their Grade B contours partially overlap with the Grade B contour of Brissette's station WTRF-TV (Ch. 7 CBS), Wheeling, West Virginia. It also granted a temporary waiver to permit Benedek to continue to own UHF station WIFR (Ch. 23 CBS), Freeport/Rockford, Illinois, although its Grade B contour partially overlaps with Brissette's UHF station WMTV (Ch. 15 NBC), Madison, Wisconsin.

In its waiver request, Benedek proposed that it would maintain the separate operations of the stations -- each of which is located in a separate Nielsen Designated Market Area ("DMA") -- as it took steps to come into compliance with the Grade B local ownership restriction. Benedek has fulfilled this and other promises while making diligent efforts, which have not yet proved successful, to dispose of several of the stations creating the Grade B overlap. Benedek respectfully requests that the Commission modify the waivers granted in

Mr. William F. Caton
November 21, 1996
Page 3

the FCC Decision, based on the principles enunciated in its Local TV Second Further Notice, to permit it to come into compliance with the requirements ultimately adopted in that proceeding within six months of its conclusion. Indeed, the staff has already granted duopoly waivers based on the principles of that proceeding. See Fox Television, DA 96-1852 (released November 7, 1996); KNSD License, Inc., DA 96-1848 (released November 7, 1996).

I. LOCAL TV SECOND FURTHER NOTICE

Acting pursuant to the Telecommunications Act of 1996 and in light of the dramatic increase in competition and diversity in the video marketplace, the Commission has begun to make sensible revisions to the broadcast media ownership rules, including initiating the proceeding proposing significant relaxation of the existing local television ownership rule. Based on its belief that the Grade B standard no longer serves the public interest, the Commission reaches the preliminary conclusion that "the local ownership rule should permit common ownership of television stations in different DMAs," at least where the stations' Grade A contours do not overlap. See Local TV Second Further Notice at ¶13.

Given the strength of its tentative conclusion "that the record . . . supports relaxation of the geographic scope of the duopoly rule from its current Grade B overlap standard to a standard based on DMAs supplemented with a Grade A overlap criterion," the Commission finds that, pending the outcome of the proceeding, granting waivers based on the proposed standard would not

Mr. William F. Caton
November 21, 1996
Page 4

"adversely affect our competition and diversity goals in the interim period." Id. at ¶57. The newly-announced interim policy gives the staff of the Video Services Division authority to grant, on a routine basis, duopoly waivers pending the outcome of the rulemaking where the stations at issue are located in separate DMAs and do not have overlapping Grade A contours.^{1/}

II. PARKERSBURG WV/WHEELING WV; YOUNGSTOWN OH/WHEELING WV

The FCC Decision found, based on the attached engineering exhibit, that the Grade A contour of WTRF-TV (Wheeling, West Virginia) does not overlap the Grade A contour of UHF stations WYTV (Youngstown, Ohio) or WTAP-TV (Parkersburg, West Virginia). See FCC Decision at ¶¶ 5-6; Attachment B. Moreover, the FCC Decision found that the three stations operate in distinct and different television markets: WTRF-TV in the Wheeling DMA (ranked 138th); WYTV in the Youngstown DMA (ranked 94th); and WTAP-TV in the Parkersburg DMA (ranked 185th). It also cited a number of other factors, including the separate network affiliation of each station and the assurance of separate operations during the waiver period, as further evidence that granting a waiver would not threaten the diversity and competition goals of the duopoly rule. Id.

^{1/} See Local TV Further Notice at ¶38 ("[W]e will generally grant waivers of the television duopoly rule, conditioned on compliance with the requirements ultimately adopted in this proceeding, where the television stations seeking common ownership are in different DMAs with no overlapping Grade A signal contours.").

Mr. William F. Caton
November 21, 1996
Page 5

In light of these facts, the interim policy makes it appropriate for the staff to alter the Parkersburg WV/Wheeling WV and the Youngstown OH/Wheeling WV duopoly waivers to allow continued co-ownership of those stations pending the outcome of the Local TV Second Further Notice. See Fox Television, supra (granting duopoly waiver pending the outcome of the new rulemaking where the stations were in separate DMAs and lacked Grade A overlap). Accord, KNSD License, Inc., supra.^{2/} The Commission's judgment that "granting waivers satisfying the proposed standard, and conditioning them on the outcome of this proceeding, will [not] adversely affect . . . competition and diversity" is particularly well-founded here because Benedek will maintain separate management, programming and sales operations for each station. See Attachment A.

III. FREEPORT (ROCKFORD) IL/MADISON WI

The FCC Decision found that UHF station WIFR (Ch. 23 CBS), Freeport/Rockford, Illinois, and UHF station WMTV (Ch. 15 NBC), Madison, Wisconsin, "indeed serve separate and distinct markets." See FCC Decision at ¶4. As reflected in the attached engineering exhibit, it also found that a small amount of Grade A overlap exists. See Attachment B. Although because of this fact Freeport/Rockford IL/Madison WI does not automatically fall within the scope

^{2/} Cf. Jacor Communications, 1996 WL 532324, ¶17 ("We conclude that a temporary waiver . . . pending our resolution of the . . . issues raised in the broadcast ownership rulemaking proceeding is justified and will not, given the limited duration, unduly affect competition and diversity in the relevant markets.").

Mr. William F. Caton
November 21, 1996
Page 6

of the interim policy, Benedek respectfully submits that there are compelling circumstances warranting an extension of the instant duopoly waiver.

In the past, the Commission has granted waiver extensions, including ones conditioned on the outcome of a rulemaking, where the licensee has attempted in good faith to divest the overlapping stations and where the public interest is better served by extending the waiver. See Act III Broadcasting of Rochester, 6 FCC Rcd 7479 (1991); Citadel Communications Company, Ltd., 8 FCC Rcd 855 (1993) (noting the FCC had extended the Act III duopoly waiver and subsequently had conditioned it on "the outcome of the rule making proceeding concerning television ownership"). Here also there are strong reasons for concluding that an extension of the instant duopoly waiver would not pose any material threat to the diversity and competition goals of the local ownership restriction and that Benedek's continued ownership during the waiver period would serve the public interest.

A. Diversity And Competition

In defining the geographic market of TV stations for diversity and competition purposes, the Commission stresses, as its linchpin, the significance of stations operating in different DMAs. See Local TV Second Further Notice at ¶¶ 14-18 (noting, for example, "DMAs are designed to reflect actual household viewing patterns and advertising markets -- critical ingredients for determining a station's geographic markets, both for competition and diversity purposes"). WIFR and WMTV, both UHF stations, serve distinctive markets located in

Mr. William F. Caton
November 21, 1996
Page 7

different states. WIFR operates in the Rockford, Illinois, DMA (ranked 135), located about 80 miles from Chicago, while WMTV competes in the Madison, Wisconsin, market (ranked 84), located about 75 miles West of Milwaukee and 150 miles north of Chicago. See Attachment A.

Although DMAs are the primary basis on which the Commission intends to define geographic TV markets, the proposed revised duopoly rule does not rely exclusively on this criterion. The Commission "tentatively conclude[s] . . . to supplement . . . [its] proposed DMA-based rule with a Grade A contour criterion" (Local TV Second Further Notice at ¶¶20), for the following reasons:

First, because the DMA is based on the preponderance, not necessarily the majority, of the audience viewing, broadcast television stations in neighboring DMAs may in fact be . . . significant competitors . . . [and] . . . may compete for viewers and advertising dollars. Second, the common ownership of two broadcast stations in different DMAs with overlapping Grade A signal contours may reduce voice and program diversity available to the viewers in the overlap area.

Id. Here, however, the record affirmatively shows that WMTV and WIFR are not "significant competitors" in the Grade A overlap area or otherwise and that their common ownership of the stations in the waiver period would not "reduce voice and program diversity available to viewers in the overlap area."

The Grade A overlap area falls in the core market of WMTV (Madison WI) but outside the core market of WIFR (Freeport/Rockford IL).^{3/} All

^{3/} As the FCC Decision found (¶3 n.2), the Grade A overlap "encompasses 24,459 people and 557 square kilometers . . . represent[ing] 5% of the population and 8.1% of the area within the WIFR(TV) Grade A contour and 4.3% of the population and 5.5% of the area within the WMTV(TV) Grade A contour." While

Mr. William F. Caton
November 21, 1996
Page 8

of the residents of the small Grade A overlap area reside in portions of the Wisconsin counties of Green and Rock in the Madison DMA. See Attachments A and B. That area includes only 17% of Rock County, Wisconsin (or 13% of the county's population) and 15% of Green County, Wisconsin (or 19% of its population). Id. Furthermore, the viewing patterns in the Grade A overlap counties reflect the orientation of the Wisconsin residents to their state capital in Madison.

- Green County WI (Madison DMA): 58% Madison stations and 9% Rockford stations. WISC-TV (Madison CBS) - 24%; WMTV (Madison NBC) - 11% share; WIFR (Rockford CBS) - 3% share; WREX-TV (Rockford NBC) - 2% share.
- Rock County WI (Madison DMA): 41% Madison stations and 22% Rockford stations. WISC-TV (Madison CBS) - 17% share; WMTV (Madison NBC) - 9% share; WIFR (Rockford CBS) - 6% share; WREX-TV (Rockford NBC) - 6%.

See Attachment A.

For many years, both Green and Rock Counties have been solidly in the Madison, Wisconsin DMA. See Attachment A. Also, for the past five years, the Freeport/Rockford station has not obtained national sales revenues from Rock and Green Counties; and virtually all of the small amount of other revenues received by WIFR from these counties results from sales outside the Grade A overlap area, mostly in the sizeable community of Beloit. See Attachment A.

the size of the overlap per se is not de minimis, it can properly be classified as relatively small.

Mr. William F. Caton
November 21, 1996
Page 9

Benedek's continued ownership of the stations during the waiver period does not threaten to diminish program diversity. Benedek will continue to ensure that the stations' management, programming and sales remain independent by, for example, having separate sales representative firms for each station, and having each station's general manager report to different officers at Benedek headquarters. See Attachment A. In addition, each station has a long-term affiliation agreement with a different television network -- WIFR with CBS and WMTV with NBC. Moreover, another CBS affiliate (WISC-TV, Ch.3, Madison) provides Grade A service to the Grade A overlap area, and another NBC affiliate (WREX-TV, Ch. 13, Rockford) also provides Grade A service to the area. Id.

B. Public Interest And Other Factors

As shown above, the reasons cited for using a Grade A supplement are inapplicable in this case. Moreover, Benedek's acquisition of Brissette on June 6 this year is not the type of diversity reducing merger that the supplemental criterion intends to bar. Benedek has a strong tradition of devoting its management, personnel and financial resources to enhance the operations of smaller market stations, including their news and other community involvement programming. Thus, it is not surprising that the benefits to the public of Benedek's ownership of WMTV (Madison), as well as the other smaller-market stations it acquired on June 6, are already being realized.

Mr. William F. Caton
November 21, 1996
Page 10

For example, on WMTV (Madison), Benedek has expanded local news programming by one hour each morning, Monday through Friday, and augmented the news staff to permit this major increase. Moreover, under Benedek's stewardship, other local programming has expanded as well. On August 11, WMTV began airing Sunday nights, 10:30 to 11:00 p.m., a new locally-produced series that takes an in-depth look at Wisconsin sports, including high school athletics. Also, since June, the station has produced and broadcast a half-hour special on Wisconsin athletes competing in the Atlanta Olympics; an hour-long, prime-time special looking at the Republican and Democratic National Conventions from the Wisconsin point of view; an hour-long live special profiling the 1996 University of Wisconsin football team; and a special night-time broadcast of a University of Wisconsin football game from Las Vegas, Nevada.

See Attachment A.

Overall, Benedek has increased the amount of local news programming on the stations it acquired on June 6 by an aggregate of 55 hours per week. See Attachment A. In addition, Benedek has invested approximately \$600,000 in a company that is developing and producing educational children's programming. The first such series is scheduled to be available for syndication in the fall of 1997, and Benedek has the rights of first refusal to air programming on its stations. See Attachment A.

While improving the local programming on its newly-acquired stations and maintaining their independence, Benedek has also proceeded with

Mr. William F. Caton
November 21, 1996
Page 11

efforts to dispose of the stations creating the Grade B overlap. Immediately after the Brissette merger, Benedek began preliminary talks with a potential buyer about arrangements for swapping WTRF (Wheeling WV) and/or WIFR (Freeport/Rockford IL). After several weeks of discussions, the other party announced that it would auction its stations rather than pursue discussions with Benedek. Soon thereafter, Benedek engaged in talks with another would-be buyer, and when those discussions broke down, it began talks with Raycom Media in September. It conducted substantive discussions concerning the possibility of swapping WTRF and WIFR (and additional stations) for certain Raycom Media stations, with negotiations advancing through extensive due diligence review and the exchange of an asset purchase agreement. Eventually, however, negotiations became stalled and shortly thereafter, the FCC announced its local TV Second Further Notice.

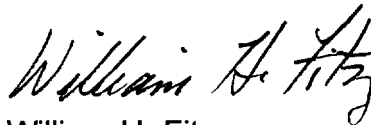
* * *

As shown, the interim waiver policy announced in the Local TV Second Further Notice and recent ad hoc rulings fully support the continued ownership of WTRF-TV (Wheeling, WV), WYTV (Youngstown, OH) and WTAP-TV (Parkersburg, WV) pending the outcome of that proceeding. Moreover, the public interest would be served by providing additional time to make arrangements to divest UHF station WIFR (Freeport/Rockford) or UHF station WMTV (Madison). For the reasons outlined herein, Benedek submits that the WIFR/WMTV waiver should be extended and made contingent on the outcome of the rulemaking,

Mr. William F. Caton
November 21, 1996
Page 12

allowing Benedek to divest one of the stations within six months if the final standard bars further co-ownership. However, in the event that the Commission is unwilling to grant such relief, Benedek requests a six-month extension of its existing six-month waiver.^{4/}

Respectfully submitted,



William H. Fitz
Attorney for Benedek
Broadcasting Corporation

Attachments

cc (w/ encl.): Roy J. Stewart, Esq.
Barbara A. Kreisman, Esq.
Clay Pendarvis, Esq.

^{4/} The FCC has often granted a 12-month waiver period to come into compliance with its multiple ownership rules. E.g., Telemundo Group, Inc., 10 FCC Rcd 1104, 1107 (1994); Citadel Communications Co., Ltd., 5 FCC Rcd 3842, 3844 (1990); Channel 64 Joint Venture, 3 FCC Rcd 900 (1988); Storer Communications, Inc., 59 RR 2d 611, 615 (1985) (granting 18-month duopoly waiver). See Shareholders of CBS, Inc., 11 FCC Rcd 3733, 3737 (1995) (granting a 12-month national ownership waiver). Benedek's 12-station waiver showing in its application to acquire the Stauffer stations (a request mooted by passage of the 1996 Telecom Act) contained the statement of Brian Cobb (the founding partner of Media Venture Partners). See BALCT-960111IP, et al. Mr. Cobb explained various reasons why a 12- or 18-month period was reasonably required to permit an orderly disposition of smaller-market stations without undue hardship to Benedek or the public. In the event that the FCC denies the requested relief, Benedek will take steps to place WIFR or WMTV in an appropriately insulated trust. But, for the reasons stated herein, Benedek submits that the public interest is better served by extending the waiver and by conditioning it on the outcome of the proceeding.

ATTACHMENT A

DECLARATION OF K. JAMES YAGER

1. I, K. James Yager, am President of Benedek Broadcasting Corporation ("BBC") and its wholly-owned subsidiary Benedek License Corporation ("BLC"). Following the acquisition, on June 6, 1996, of eight broadcast stations from Brissette Broadcasting Corporation ("Brissette") and of five full-power broadcast stations from Stauffer Communications, Inc., BLC now owns and operates 22 full-power television stations. Because these stations are located in smaller television markets, the total audience reach of the stations is less than 3%.

2. All of BBC's stations operate in separate Nielsen Designated Market Areas ("DMAs"), but the Grade B contours of former Brissette station WMTV (Madison, Wisconsin) and BLC station WIFR (Freeport/Rockford, Illinois) partially overlap, and the Grade B contours of former Brissette station WTRF-TV (Wheeling, West Virginia) partially overlap the Grade B contours of BLC stations WYTV (Youngstown, Ohio) and WTAP-TV (Parkersburg, West Virginia). Finding that the Brissette merger transaction served the public interest, the Commission granted BBC waivers of the Grade B duopoly rule to allow common ownership of those stations for a period of six months after consummation of the merger. As a result of the newly-announced FCC rulemaking proposing to eliminate the Grade B duopoly standard in favor of one that would allow ownership of certain stations in adjacent DMAs, BBC is requesting extension of its existing three duopoly waivers beyond the current December 6 deadline. I understand that retention of WTAP-TV (Parkersburg), WYTV (Youngstown) and WTRF (Wheeling) pending the outcome of the proceeding would fully comply with the FCC's new interim waiver policy because each station operates in a separate DMA and none of the Grade A contours overlap. BBC also believes that the public interest

would be served by conditioning the WMTV (Madison)/WIFR (Freeport/Rockford) waiver on the outcome of the duopoly rulemaking (despite the small Grade A overlap between those stations), allowing BBC to divest one of the stations within six months of the outcome of the proceeding, if continued ownership proved to be inconsistent with the revised standard.

3. Since the June 6 merger, I have taken steps to ensure the separate operations of the Freeport (Rockford), Madison, Parkersburg, Wheeling and Youngstown stations. I immediately set up a management structure in which the general managers of nine of BLC's stations, including WIFR (Freeport/Rockford), WTAP (Parkersburg) and WYTV (Youngstown), report directly to me and the general managers of seven other stations, including WMTV (Madison) and WTRF (Wheeling), report to Executive Vice President Doug Gealy. (The other six stations report to Senior Vice President Terrance Hurley.) The stations with partially overlapping Grade B contours do not engage in any joint selling/advertising practices, and they are represented by different national sales representative firms. Moreover, during any extension of the waiver period, BBC pledges to maintain the separation of the management, programming and sales operations of these stations.

4. WMTV (Madison, NBC) and WIFR (Freeport/Rockford, CBS), both UHF stations, are not head-to-head competitors in the small Grade A overlap area or otherwise. WIFR competes in the Rockford, Illinois, market (the 135th ranked DMA), while WMTV operates in the larger Madison, Wisconsin, market (the 84th ranked DMA). Each market has a strong competing VHF station (WISC-TV, Madison, CBS; and WREX-TV, Rockford, NBC). The Rockford DMA, located about 80 miles from Chicago, consists of five counties in northern Illinois, while the Madison DMA, located about 75 miles west of Milwaukee and

150 miles north of Chicago, consists of 11 counties in southwestern Wisconsin at the state capital. The Grade A overlap area covers only portions of Rock and Green Counties, Wisconsin. I have been advised by our consulting engineers at Smith & Fisher that the area covers 17% of Rock County (or 13% of the county's population) and 15% of Green County (or 19% of its population). The Madison DMA has included Green County for more than a decade and Rock County since 1988.

5. Moreover, the stations have long-term affiliation agreements with different national television networks: WIFR (a 10-year CBS agreement, with renewal options, expiring 2005) and WMTV (a 10-year NBC agreement, with renewal options, expiring 2006). Also, residents of the Wisconsin overlap area receive their local CBS service from Madison station WISC-TV, a VHF station operating on Channel 3, which provides Grade A service to the entire overlap area. Also, apart from Madison's WMTV, the overlap area receives additional NBC service from VHF station WREX-TV (Rockford), which also provides Grade A service to the overlap area. The following illustrate the viewing patterns in the counties with Grade A overlap:^{1/}

- Green County WI (Madison DMA): 58% Madison stations and 9% Rockford stations. WISC-TV (Madison CBS) - 24% share; WMTV (Madison NBC) - 11% share; WIFR (Rockford CBS) - 3% share; WREX-TV (Rockford NBC) - 2% share.
- Rock County WI (Madison DMA): 41% Madison stations and 22% Rockford stations. WISC-TV (Madison CBS) - 17% share; WMTV (Madison NBC) - 9% share; WIFR (Rockford CBS) - 6% share; WREX-TV (Rockford NBC) - 6%.

^{1/} Percentages refer to audience shares, Sunday through Saturday, 7 a.m. to 1 a.m., average quarter hour averages, 1996 Nielsen Station Index County/Coverage Study County Summary.

Also, station WIFR (Freeport/Rockford) has not obtained any national sales revenues from Rock and Green Counties for the past five years. In addition, virtually all of the small amount of other revenues received by WIFR from these counties results from sales outside the Grade A overlap area, largely in the community of Beloit (approximately 35,000 population).

6. In addition to maintaining the independence of WMTV (Madison), BBC has enhanced the programming of that station. In the short time following the merger, the station has been able to hire additional news personnel and expand local news programming by one hour each morning, Monday through Friday. Starting August 11, WMTV began broadcasting on Sunday nights, 10:30 to 11:00 p.m., a new locally-produced series that focuses on various Wisconsin sports, including high school athletics. Also, since the merger, the station has produced and broadcast a half-hour special on Wisconsin athletes who tried out for or competed in the Atlanta Olympics; an hour-long, prime-time special looking at the Republican and Democratic National Conventions from the Wisconsin point of view; an hour-long live special profiling the 1996 University of Wisconsin football team and its Big 10 competition; and a special night-time broadcast of a University of Wisconsin football game from Las Vegas, Nevada.

7. BBC has also taken steps to augment news at various other new stations, including, for example:

KCOY-TV (Santa Maria) - Adding 2 hours (M-F) 6:00-8:00 a.m.;
30 minutes (M-F) 5:00-5:30 p.m.

KGWN-TV (Cheyenne) - Adding 90 minutes (M-F) 6:30-8:00 a.m.;
30 minutes (M-F) 12:00 noon - 12:30 p.m.

KMIZ-TV (Columbia) - Adding 30 minutes (M-F) 5:00-5:30 p.m.

WHOI-TV (Peoria) - Adding 30 minutes (M-F) 5:30-6:00 a.m.;
30 minutes (M-F) 11:30 a.m. - 12:00 noon; 30 minutes (M-F)
5:00-5:30 p.m.

WIBW-TV (Topeka) - Adding 90 minutes (M-F) 6:30-8:00 a.m.

WILX-TV (Lansing) - Adding 30 minutes (M-F) 5:30-6:00 a.m.

WSAW-TV (Wausau) - Adding 1 hour (M-F) 7:00-8:00 a.m.; 30
minutes (M-F) 5:00-5:30 p.m.

In addition to expanding the newscasts of the stations acquired on June 6 by an aggregate total of 55 hours a week, BBC also invested approximately \$600,000 in a company that is developing and producing educational children's programming. The first such series is scheduled to be available for syndication in the fall of 1997. BBC has acquired certain rights of first refusal to air programming developed by this company on its stations.

8. BBC has also taken steps to divest the stations necessary to eliminate the Grade B overlaps, focusing on companies that had an apparent need to swap stations to meet short-term deadlines.^{2/} Immediately after acquiring Brissette, BBC contacted Mr. Bob Smith of Smith Broadcasting Group, Inc., to discuss entering into a swap arrangement, whereby

^{2/} BBC has also concentrated on swaps because of the potential serious adverse impact on the well-being of company that would result, immediately following the merger, from outright sales. Such sales, as compared to a tax-free exchange under Section 1031 of the Internal Revenue Code, would give rise to substantial capital gains tax liability that could adversely impact debt financing covenants. When BBC acquired Brissette, the operating cash flow of the stations supported a certain level of debt that was utilized to finance in part the acquisitions. A swap arrangement would enable BBC to replace the operating cash flow of a station with the comparable cash flow of a station that does not create any overlap issues, rather than pay down the indebtedness with the after-tax proceeds of an outright sale. The latter could result in violation of covenants applicable to such indebtedness in that the expected after-tax proceeds of an outright sale of any of the stations that present overlap issues would discharge less of the indebtedness than is supported by the operating cash flow of such station.

BBC could divest several of its stations with Grade B contour overlap. Following nearly two weeks of discussions, however, Smith Broadcasting announced that it would divest certain stations via auctions. Shortly thereafter, BBC explored potential arrangements with Sinclair Broadcast Group, Inc., and, when those efforts proved unavailing, it explored alternative arrangements with Raycom Media which had acquired control of Ellis Communications and was seeking FCC consent to acquire additional stations from AFLAC, a transaction that would require divestiture of certain properties. The parties engaged in active negotiations, leading to extensive due diligence review and exchange of an Asset Exchange Agreement. Due to difficult valuation issues, negotiations became stalled; and shortly thereafter, the FCC released its new rulemaking notice establishing a revised waiver policy.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.



K. James Yager

November 20, 1996

ATTACHMENT B

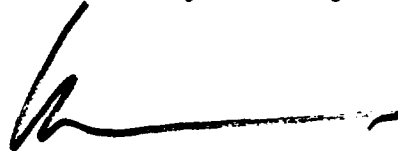
ENGINEERING STATEMENT

The engineering data contained herein have been prepared on behalf of BENEDEK BROADCASTING CORPORATION ("Benedek") in support of its application to acquire the television stations of Brisette Broadcasting Corp., including WMTV(TV), Channel 15, Madison, Wisconsin. Benedek is the licensee of WIFR(TV), Channel 23, Freeport, Illinois. This engineering statement describes the area of Grade B and Grade A contour overlap between the two stations.

In Figure 1 we show the predicted Grade B and Grade A service contours of the two stations. As indicated, there is overlap. These contours are based on calculations made every fifteen degrees, assuming the licensed ERP for each station, the effective antenna height above mean sea level, and the NGDC 30-second terrain data base.

Figure 2 is a tabulation of population and area data. Population figures are based on the 1990 U. S. Census, and areas were established by polar planimeter, taking into account the appropriate map scale factor.

I declare under penalty of perjury that the foregoing statements and the attached exhibits, which were prepared by me or under my immediate supervision, are true and correct to the best of my knowledge and belief.



NEIL M. SMITH

January 5, 1996

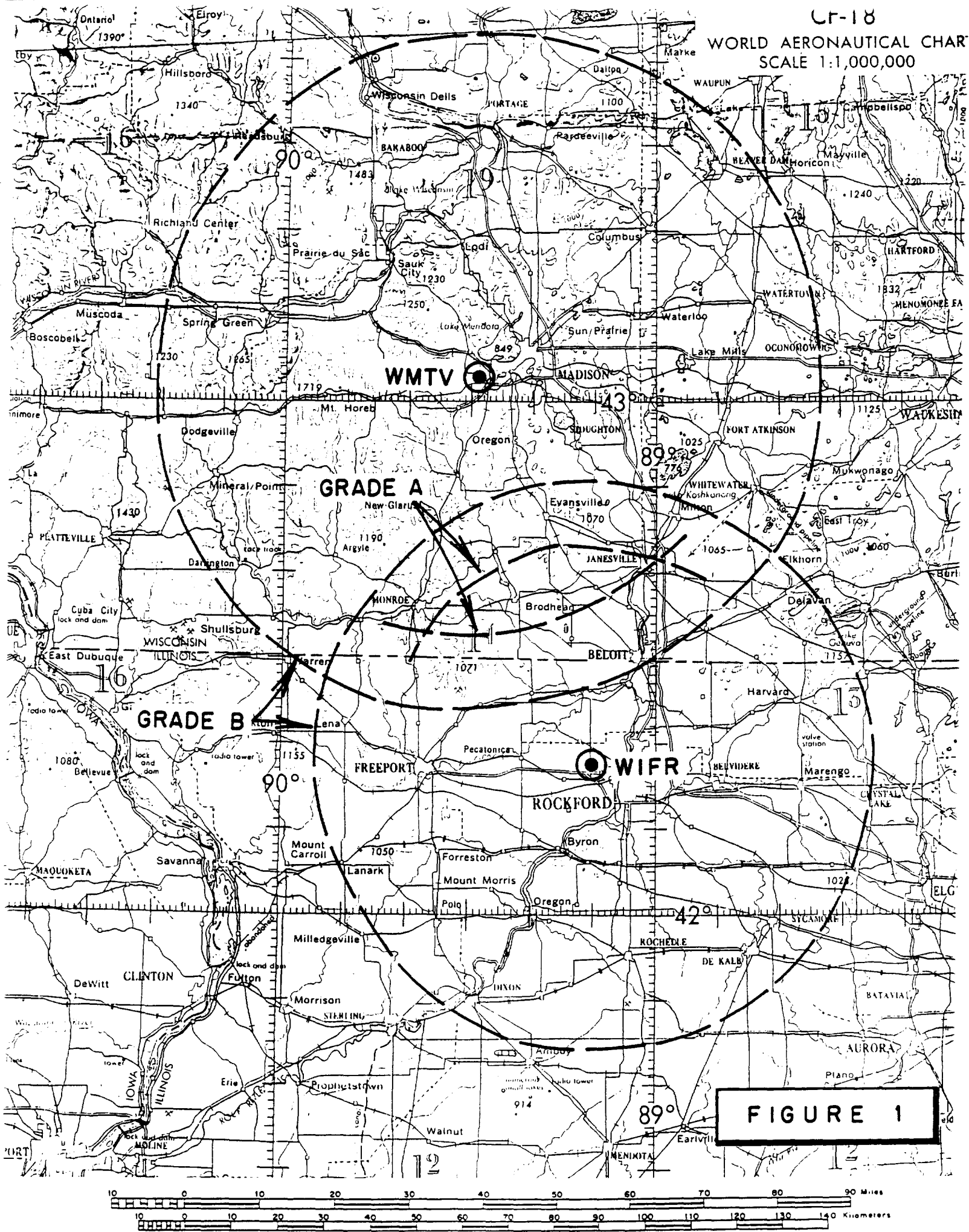


FIGURE 1

FIGURE 2-A

POPULATION AND AREA DATA

WIFR(TV), FREEPORT, ILLINOIS
AND
WMTV(TV), MADISON, WISCONSIN

PREDICTED GRADE B OVERLAP AREA

	Population	Area	
		(sq. km.)	(sq. mi.)
WIFR Grade B contour	695,376	11,653	4,499
WMTV Grade B contour	783,072	16,865	6,512
Combined (net) Grade B contours	1,321,183	25,288	9,764
Overlap area	157,265	3,230	1,247
Overlap as percentage of WIFR	22.6		27.7
Overlap as percentage of WMTV	20.1		19.2
Overlap as percentage of combined Grade B contours	11.9		12.8

PREDICTED GRADE A OVERLAP AREA

	Population	Area	
		(sq. km.)	(sq. mi.)
WIFR Grade A contour	488,253	6,874	2,654
WMTV Grade A contour	571,773	10,073	3,889
Combined (net) Grade A contours	1,035,567	16,390	6,328
Overlap area	24,459	557	215
Overlap as percentage of WIFR	5.0		8.1
Overlap as percentage of WMTV	4.3		5.5
Overlap as percentage of combined Grade A contours	2.4		3.4

FIGURE 2-B

BREAKDOWN OF GRADE B OVERLAP POPULATION

WIFR(TV), FREEPORT, ILLINOIS
AND
WMTV(TV), MADISON, WISCONSIN

<u>DMA</u>	<u>County</u>	<u>State</u>	<u>Population</u>		<u>Percent of Overlap Area</u>
			<u>Total</u>	<u>In Overlap Area</u>	
Davenport, etc.	Jo Daviess	Ill.	21,821	14	<<1
Madison	Green	Wisc.	30,339	24,173	
	Lafayette	Wisc.	16,076	26	
	Rock	Wisc.	139,510	<u>124,000</u>	
			TOTAL	148,199	94
Milwaukee	Walworth	Wisc.	75,000	681	<1
Rockford	Stephenson	Ill.	48,052	3,990	
	Winnebago	Ill.	252,913	<u>4,281</u>	
			TOTAL	8,271	5
			TOTAL OVERLAP	157,265	100

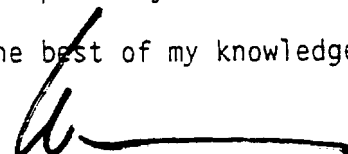
ENGINEERING STATEMENT

The engineering data contained herein have been prepared on behalf of BENEDEK BROADCASTING CORPORATION ("Benedek") in support of its application to acquire the television stations of Brisette Broadcasting Corp., including WTRF-TV, Channel 7, Wheeling, West Virginia. Benedek is the licensee of WTAP-TV, Channel 15, Parkersburg, West Virginia, and WYTV, Channel 33, Youngstown, Ohio. This engineering statement describes the areas of Grade B contour overlap among the stations.

In Figure 1 we show the predicted Grade B service contours of the three stations. As indicated, there is overlap of these contours, although, as also shown, there is no overlap of Grade A contours. These contours are based on calculations made every fifteen degrees, assuming the licensed ERP for each station, the effective antenna height above mean sea level, and the NGDC 30-second terrain data base.

Figures 2 and 3 are tabulations of population and area data. Population figures are based on the 1990 U. S. Census, and areas were established by polar planimeter, taking into account the appropriate map scale factor.

I declare under penalty of perjury that the foregoing statements and the attached exhibits, which were prepared by me or under my immediate supervision, are true and correct to the best of my knowledge and belief.


NEIL M. SMITH

January 5, 1996